

**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF**

PROFESSIONAL BROADCASTING CORPORATION

A special meeting of the Board of Directors was held at:

Date: January 27, 1994

Time: 4:00 P.M.

Place: 502 Burnet Street
Utica, NY 13501

The following directors were present and constituted a quorum:

Kenneth F. Roser, Jr.
Frank B. DuRoss

Kenneth F. Roser, Jr. was elected chairman of the meeting, and
Frank B. DuRoss was elected secretary of the meeting.

The secretary presented and read a waiver of the time, place, and purpose of the meeting, signed by all the directors, which was ordered filed.

The meeting was called to order by the chairman. The chairman advised that all of the shareholders had requested that the corporation elect to be treated as a small business corporation for income tax purposes. He noted that the corporation met all of the requirements for qualification and he recommended that such action be taken. After discussion, upon motion duly made, seconded, and unanimously adopted, it was

RESOLVED, that the corporation elect under the provisions of Internal Revenue Code Section 1362 to be treated as a small business corporation for income tax purposes, subject to receipt of written consent to such election by all of the shareholders; and it was further

RESOLVED FURTHER, that upon receipt of written consent to said election by all of the shareholders, the officers are hereby authorized and directed to file such election and the shareholders' statements of consent with the Internal Revenue Service and to take any and all other action necessary or desirable to comply with the requirements of the Internal Revenue Service for making such election.

No further business having been brought before the meeting, upon motion duly made, seconded, and unanimously adopted, the meeting was adjourned.

Dated: January 27, 1994



Secretary of the Meeting
FRANK B. DuROSS

MINUTES
OF THE
ORGANIZATIONAL MEETING
OF
INCORPORATORS
OF

PROFESSIONAL BROADCASTING CORPORATION

The organizational meeting of the incorporators of the corporation was held at:

Date: January 27, 1994

Time: 4:00 P.M.

Place: 502 Burnet Street
Utica, NY 13501

The following persons, constituting all the incorporators of the corporation, were present in person at the meeting:

Kenneth F. Roser, Jr.	was appointed chairman of the meeting, and
Frank B. DuRoss	was appointed secretary of the meeting.

The secretary presented to the meeting the original of the Waiver of Notice of the meeting, signed by all the incorporators of the corporation, which was ordered to be appended to the minutes of the meeting.

The secretary then presented to the meeting a true copy of the Charter of the corporation, stating that the original of the said Charter was filed on 1/4/94 with the official who has custody of corporate records in the jurisdiction of incorporation of the corporation.

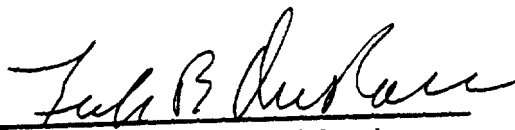
The secretary then presented to the meeting the original of the proposed initial Bylaws of the corporation, which were duly examined and thereupon adopted as the Bylaws of the corporation.

The following persons were then nominated as the initial directors of the corporation, to serve until their successors are elected and qualify:

Kenneth F. Roser, Jr.
Frank B. DuRoss

The aforementioned persons were thereupon unanimously so elected.

No further business having been brought before the meeting, upon motion duly made, seconded, and unanimously adopted, the meeting was adjourned.


Secretary of the Meeting
FRANK B. DuROSS

WAIVER OF NOTICE
OF
ORGANIZATIONAL MEETING OF INCORPORATORS
OF

PROFESSIONAL BROADCASTING CORPORATION

The undersigned, constituting all the incorporators of the above-named corporation, do hereby severally waive notice of the organizational meeting of the incorporators of the said corporation, and consent that the meeting be held at:


Date: January 27, 1994

Time: 4:00 P.M.

Place: 502 Burnet Street
Utica, NY 13501

for the purpose of adopting the initial Bylaws and electing the initial directors of the corporation, and carrying on any other business which may properly be brought before the meeting.

Dated: January 27, , 1994



STEWART D. PRATT Incorporator

Incorporator

Incorporator

MINUTES OF ORGANIZATIONAL MEETING OF DIRECTORS
OF
PROFESSIONAL BROADCASTING CORPORATION

A meeting of the Board of Directors of the corporation was held at:

Date: January 27, 1994

Time: 4:05 P.M.

Place: 502 Burnet Street
Utica, NY 13501

The following persons, constituting a quorum of the Board of Directors, were present:

Kenneth F. Roser, Jr. was unanimously chosen chairman, and
Frank B. DuRoss was unanimously chosen secretary of the meeting.

The secretary presented and read a waiver of notice of the time, place, and purpose of the meeting, signed by all the directors, which was ordered filed.

The secretary then presented to the meeting a true copy of the Charter of the corporation, stating that the original of the said Charter was filed on 1/4/94 with the official who has custody of corporate records in the jurisdiction of incorporation of the corporation.

BYLAWS

The secretary presented a proposed form of Bylaws for the regulation and management of the business and affairs of the corporation, which was read, article by article.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Bylaws submitted to the meeting be and they are hereby adopted as the Bylaws of the corporation.

[*If the incorporators have already adopted the Bylaws, then change phraseology to reflect approval or ratification by the directors.]

APPOINTMENT OF OFFICERS

The following persons were nominated for officers of the corporation, to serve until their respective successors are chosen and qualify:

President: Kenneth F. Roser, Jr.

Vice-President: Frank B. DuRoss

Treasurer: Frank B. DuRoss

Secretary: Kenneth F. Roser, Jr.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that each of the aforementioned persons be and is hereby elected to the office set opposite his name, to assume the duties and responsibilities fixed by the Bylaws or by the Board of Directors.

The President thereupon took the chair, and the Secretary immediately assumed the discharge of his duties as secretary of the meeting.

OFFICERS' SALARIES

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the salary of _____ as _____ of the corporation, hereby is fixed at the sum of _____ dollars per annum beginning with the month of _____, 19____, until further action by this Board of Directors.

BANK RESOLUTION

Upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the Treasurer be and he is hereby authorized and directed to open a bank account with the Fleet Bank, situated at Utica; and

FURTHER RESOLVED, that the resolutions prescribed and furnished by the Bank for opening said account and for designating the officers to sign drafts and checks thereon be and they are hereby adopted and made a part of the minutes of this meeting.

CORPORATE SEAL

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the corporate seal, the impression of which is affixed on the last page of these minutes, be and the same is hereby approved as the corporate seal of the corporation.

SHARE CERTIFICATE

A form of share certificate was presented.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the said form of share certificate be and it is hereby approved.

ISSUANCE OF SHARES

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Board of Directors be and it hereby is authorized in its discretion to issue the shares of the corporation to the full number of shares authorized by the Charter in such number and for such considerations as from time to time shall be determined by the Board of Directors and as may be permitted by law.

EVALUATING SHARES*

Upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the consideration for the present issue of the shares which the corporation is authorized to issue shall be _____ dollars per share; and .

FURTHER RESOLVED, that the entire consideration received or to be received for such shares be and the same hereby is specified as capital (stated capital).

[*The first resolution presupposes that directors are authorized to evaluate shares by statute and/or proper charter provision. The second resolution may be varied to allocate part of consideration to surplus as may be permitted by statute.]

ISSUING SHARES FOR CASH

Upon motion duly made and seconded, the following preamble and resolution were unanimously adopted:

WHEREAS, *Kenneth F. Rosen Jr. & Frank B. Du Ross* each has offered to purchase shares of the corporation, and to pay the sum of *\$20.00* dollars in cash for each such share;

RESOLVED, that the offer of said *Rosen & Du Ross* be and it hereby is accepted, and that the proper officers of the corporation be and they hereby are authorized and directed to execute, issue, and deliver in the name and on behalf of the corporation and under its corporate seal, certificates for — *50* — shares ^{each} of the corporation to the order of said _____.

[*If organizational or "dummy" incorporators or subscribers were used, and if they were required to subscribe for shares in the Charter, or otherwise, add ", the same to include the subscription right(s) heretofore assigned by one (all) of the incorporators (subscribers) to the said _____."]

GENERAL LICENSING AUTHORITY

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the proper officers of the corporation be and they hereby are authorized and directed on behalf of the corporation to make and file such certificate or certificates, report or reports, or other instrument or instruments as may be required by law to be filed in any state, territory, or dependency of the United States, or in any foreign country in which said officers shall find it necessary or expedient to file the same to authorize the corporation to transact business in such state, territory, dependency, or foreign country.

PAYMENT OF EXPENSES, ETC.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Treasurer be and he hereby is authorized to pay all fees and expenses incident to and necessary for the organization of the corporation.

No further business having been brought before the meeting, upon motion duly made, seconded, and unanimously adopted, the meeting was adjourned.

Dated: January 27, 1994



Secretary of the Meeting

FRANK B. DuROSS

[Corporate Seal]

WAIVER OF NOTICE
OF
ORGANIZATIONAL MEETING OF DIRECTORS
OF
PROFESSIONAL BROADCASTING CORPORATION

The undersigned, duly elected directors* of the above-named corporation, do hereby severally waive notice of the time and place of a meeting of directors of the corporation, and consent that the meeting be held at:


Date: January 27, 1994

Time: 4:05 P.M.

Place: 502 Burnet Street
Utica, NY 13501

We do further consent to the transaction of any business requisite to complete the organization of the corporation and to any and all other business which may properly be brought before the meeting.

Dated: January 27 , 19 94


KENNETH F. ROSER, JR. Director


FRANK B. DUROSS Director

Director

[*or "the first directors named in the Charter".]

**MINUTES OF REGULAR
MEETING OF THE BOARD
OF DIRECTORS**

OF

PROFESSIONAL BROADCASTING CORPORATION

A regular meeting of the Board of Directors of the corporation was held at:

Date: January 27, 1994

Time: 4:10 P.M.

Place: 502 Burnet Street
Utica, NY 13501

The following directors were present and constituted a quorum:

Kenneth F. Roser, Jr. was elected chairman of the meeting, and
Frank B. DuRoss was elected secretary of the meeting.

The secretary presented and read a waiver of the time, place, and purpose of the meeting, signed by all the directors, which was ordered filed.

The secretary read the minutes of the preceding meeting of the Board of Directors, held on January 27, 1994, which were then adopted.

The President of the corporation reported on the business and affairs of the corporation generally.

The Treasurer of the corporation reported on the financial affairs of the corporation.

The Secretary of the corporation then presented his report.

The Secretary of the corporation stated that resignations of the following persons as officers of the corporation had been presented:

On resolution duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the resignation of the aforementioned persons as officers of the corporation be accepted, effective immediately.

The following persons were nominated as officers of the corporation, to serve until their successors are appointed:

President: Kenneth F. Roser, Jr.

Vice-President: Frank B. DuRoss

Treasurer: Frank B. DuRoss


Secretary: Kenneth F. Roser, Jr.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that each of the aforementioned persons be and is hereby elected to the office set opposite his name, to assume the duties and responsibilities fixed by the Bylaws or by the Board of Directors.

No further business having been brought before the meeting, upon motion duly made, seconded, and unanimously adopted, the meeting was adjourned.

Dated: January 27, 1994


Secretary of the Meeting
FRANK B. DuROSS

WAIVER OF NOTICE
OF
MEETING OF DIRECTORS
OF

PROFESSIONAL BROADCASTING CORPORATION

The undersigned, duly elected directors of the above-named corporation, do hereby severally waive notice of the time and place of a meeting of directors of the corporation, and consent that the meeting be held at:


Date: January 27, 1994

Time: 4:10 P.M.

Place: 502 Burnet Street
Utica, NY 13501

We do further consent to the transaction of any business which may properly be brought before the meeting.

Dated: January 27, , 19 94


KENNETH F. ROSER, JR. Director


FRANK B. DuROSS Director

Director

WRITTEN CONSENT
TO
ORGANIZATIONAL ACTION
OF
INCORPORATORS
OF
PROFESSIONAL BROADCASTING CORPORATION

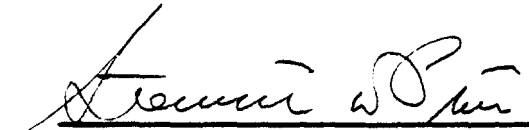
The following action was taken on the date set forth below by the incorporators of the above-named corporation.

1. The adoption of the initial Bylaws of the corporation.
2. The election of the following persons as the initial directors of the corporation, to serve until their successors are elected and qualify:

Kenneth F. Roser, Jr.

Frank B. DuRoss

Date: January 27, 1994


STEWART D. PRATT Incorporator

Incorporator

Incorporator

BY - LAWS

OF

(a New York corporation)

PROFESSIONAL BROADCASTING CORPORATION

ARTICLE I

SHAREHOLDERS

1. CERTIFICATES REPRESENTING SHARES. Certificates representing shares shall set forth thereon the statements prescribed by Section 508, and, where applicable, by Sections 505, 616, 620, 709, and 1002, of the Business Corporation Law and by any other applicable provision of law and shall be signed by the Chairman or a Vice-Chairman of the Board of Directors, if any, or by the President or a Vice-President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer and may be sealed with the corporate seal or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or its employee, or if the shares are listed on a registered national security exchange. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issue.

A certificate representing shares shall not be issued until the full amount of consideration therefor has been paid except as Section 504 of the Business Corporation Law may otherwise permit.

The corporation may issue a new certificate for shares in place of any certificate theretofore issued by it, alleged to have been lost or destroyed, and the Board of Directors may require the owner of any lost or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate or the issuance of any such new certificate.

2. FRACTIONAL SHARE INTERESTS. The corporation may issue certificates for fractions of a share where necessary to effect transactions authorized by the Business Corporation Law which shall entitle the holder, in proportion to his fractional holdings, to

exercise voting rights, receive dividends, and participate in liquidating distributions; or it may pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may issue scrip in registered or bearer form over the manual or facsimile signature of an officer of the corporation or of its agent, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of a shareholder except as therein provided.

3. SHARE TRANSFERS. Upon compliance with provisions restricting the transferability of shares, if any, transfers of shares of the corporation shall be made only on the share record of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes due thereon.

4. RECORD DATE FOR SHAREHOLDERS. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty days nor less than ten days before the date of such meeting, nor more than fifty days prior to any other action. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of the business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; the record date for determining shareholders for any purpose other than that specified in the preceding clause shall be at the close of business on the day on which the resolution of the directors relating thereto is adopted. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this paragraph, such determination shall apply to any adjournment thereof, unless directors fix a new record date under this paragraph for the adjourned meeting.

5. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of shareholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "shareholder" or "shareholders" refers to an outstanding share or shares and to a holder or holders of record of outstanding shares when the corporation is authorized to issue only one class of shares, and said reference is also intended to include any outstanding share or shares and any holder or holders of record of outstanding shares of any class upon which or upon whom the Certificate of Incorporation confers such rights where there are two or more classes or series of shares or upon which or upon whom the Business Corporation Law confers such rights notwithstanding that the Certificate of Incorporation may provide for more than one class or series of shares, one or more of which are limited or denied such rights thereunder.

6. SHAREHOLDER MEETINGS.

- TIME. The annual meeting shall be held on the date fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within thirteen months after the formation of the corporation, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date fixed by the directors except when the Business Corporation Law confers the right to fix the date upon shareholders.

- PLACE. Annual meetings and special meetings shall be held at such place, within or without the State of New York, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, or, whenever shareholders entitled to call a special meeting shall call the same, the meeting shall be held at the office of the corporation in the State of New York.

- CALL. Annual meetings may be called by the directors or by any officer instructed by the directors to call the meeting. Special meetings may be called in like manner except when the directors are required by the Business Corporation Law to call a meeting, or except when the shareholders are entitled by said Law to demand the call of a meeting.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. Written notice of all meetings shall be given, stating the place, date, and hour of the meeting, and, unless it is an annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called; and, at any such meeting, only such business may be transacted which is related to the purpose or purposes set forth in the notice. If the directors shall adopt, amend, or repeal a Bylaw regulating an impending election of directors, the notice of the next meeting for election of directors shall contain the statements prescribed by Section 601(b) of the Business Corporation Law. If any action is proposed to be taken which would, if taken, entitle shareholders to receive payment for their shares, the notice shall include a statement of that purpose and to that effect and shall be accompanied by a copy of Section 623 of the Business Corporation Law or an outline of its material terms. A copy of the notice of any meeting shall be given, personally or by first class mail, not less than ten days nor more than fifty days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, to each shareholder at his record address or at such other address which he may have furnished by request in writing to the Secretary of the corporation. In lieu of giving a copy of such notice personally or by first class mail as aforesaid, a copy of such notice may be given by third class mail not fewer than twenty-four nor more than fifty days before the date of the meeting. Notice by mail shall be deemed

to be given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States post office department. If a meeting is adjourned to another time or place, and, if any announcement of the adjourned time or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date for the adjourned meeting. Notice of a meeting need not be given to any shareholder who submits a signed waiver of notice before or after the meeting. The attendance of a shareholder at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him.

- SHAREHOLDER LIST AND CHALLENGE. A list of shareholders as of the record date, certified by the Secretary or other officer responsible for its preparation or by the transfer agent, if any, shall be produced at any meeting of shareholders upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, if any, or the person presiding thereat, shall require such list of shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

- CONDUCT OF MEETING. Meetings of the shareholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the shareholders. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the chairman of the meeting shall appoint a secretary of the meeting.

- PROXY REPRESENTATION. Every shareholder may authorize another person or persons to act for him by proxy in all matters in which a shareholder is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the shareholder or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by the Business Corporation Law.

- INSPECTORS - APPOINTMENT. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if

any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots, or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting or any shareholder, the inspector or inspectors, if any, shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them.

- QUORUM. Except for a special election of directors pursuant to Section 603(b) of the Business Corporation Law, and except as herein otherwise provided, the holders of a majority of the outstanding shares shall constitute a quorum at a meeting of shareholders for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders. The shareholders present may adjourn the meeting despite the absence of a quorum.

- VOTING. Each share shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Any other action shall be authorized by a majority of the votes cast except where the Business Corporation Law prescribes a different proportion of votes.

7. SHAREHOLDER ACTION WITHOUT MEETINGS. Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all shares.

ARTICLE II

GOVERNING BOARD

1. FUNCTIONS AND DEFINITIONS. The business of the corporation shall be managed under the direction of a governing board, which is herein referred to as the "Board of Directors" or "directors" notwithstanding that the members thereof may otherwise bear the titles of trustees, managers, or governors or any other designated title, and notwithstanding that only one director legally constitutes the Board. The word "director" or "directors" likewise herein refers to a member or to members of the governing board notwithstanding the designation of a different official title or titles. The use of the phrase "entire board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER. Each director shall be at least eighteen years of age. A director need not be a shareholder, a citizen of the United States, or a resident of the State of New York. The initial Board of Directors shall consist of persons. Thereafter, the number of directors constituting the entire board shall be at least three, except that, where all the shares are owned beneficially and of record by less than three shareholders, the number of directors may be less than three but not less than the number of such shareholders. Subject to the foregoing limitation and except for the first Board of Directors, such number may be fixed from time to time by action of the shareholders or of the directors, or, if the number is not so fixed, the number shall be . The number of directors may be increased or decreased by action of shareholders or of the directors, provided that any action of the directors to effect such increase or decrease shall require the vote of a majority of the entire Board. No decrease shall shorten the term of any incumbent director.

3. ELECTION AND TERM. The first Board of Directors shall be elected by the incorporator or incorporators and shall hold office until the first annual meeting of shareholders and until their successors have been elected and qualified. Thereafter, directors who are elected at an annual meeting of shareholders, and directors who are elected in the interim by the shareholders to fill vacancies and newly created directorships, shall hold office until the next annual meeting of shareholders and until their successors have been elected and qualified; and directors who are elected in the interim by the directors to fill vacancies and newly created directorships shall hold office until the next meeting of shareholders at which the election of directors is in the regular order of business and until their successors have been elected and qualified. In the interim between annual meetings of shareholders or of special meetings of shareholders called for the election of directors, newly created directorships and any vacancies in the Board of Directors, including vacancies resulting from the removal of directors for cause or without cause, may be filled by the vote of the remaining directors then in office, although less than a quorum exists.

4. MEETINGS.

- TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

- PLACE. Meetings shall be held at such place within or without the State of New York as shall be fixed by the Board.

- CALL. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, if any, of the President, or of a majority of the directors in office.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time

for the convenient assembly of the directors thereat. The notice of any meeting need not specify the purpose of the meeting. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

- QUORUM AND ACTION. A majority of the entire Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided such majority shall constitute at least one-third of the entire Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as herein otherwise provided, the act of the Board shall be the act, at a meeting duly assembled, by vote of a majority of the directors present at the time of the vote, a quorum being present at such time.

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of said Board or of any such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

- CHAIRMAN OF THE MEETING. The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the President, if present and acting, or any other director chosen by the Board, shall preside.

5. REMOVAL OF DIRECTORS. Any or all of the directors may be removed for cause or without cause by the shareholders. One or more of the directors may be removed for cause by the Board of Directors.

6. COMMITTEES. Whenever the Board of Directors shall consist of more than three members, the Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from their number three or more directors to constitute an Executive Committee and other committees, each of which, to the extent provided in the resolution designating it, shall have the authority of the Board of Directors with the exception of any authority the delegation of which is prohibited by Section 712 of the Business Corporation Law.

7. WRITTEN ACTION. Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if all of the members of the Board of Directors or of any committee thereof consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or of any such committee shall be filed with the minutes of the proceedings of the Board of Directors or of any such committee.

ARTICLE III

OFFICERS

The directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may but need not be a director. Any two or more offices may be held by the same person except the offices of President and Secretary; or, when all of the issued and outstanding shares of the corporation are owned by one person, such person may hold all or any combination of offices.

Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of shareholders and until his successor has been elected and qualified.

Officers shall have the powers and duties defined in the resolutions appointing them.

The Board of Directors may remove any officer for cause or without cause.

ARTICLE IV

STATUTORY NOTICES TO SHAREHOLDERS

The directors may appoint the Treasurer or other fiscal officer and/or the Secretary or any other officer to cause to be prepared and furnished to shareholders entitled thereto any special financial notice and/or any financial statement, as the case may be,

which may be required by any provision of law, and which, more specifically, may be required by Sections 510, 511, 515, 516, 517, 519, and 520 of the Business Corporation Law.

ARTICLE V

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the shareholders, of the Board of Directors, and/of any committee which the directors may appoint, and shall keep at the office of the corporation in the State of New York or at the office of the transfer agent or registrar, if any, in said State, a record containing the names and addresses of all shareholders, the number and class of shares held by each, and the dates when they respectively became the owners of record thereof. Any of the foregoing books, minutes, or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE VI

CORPORATE SEAL

The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change from time to time, by the Board of Directors.

ARTICLE VIII

CONTROL OVER BY-LAWS

The shareholders entitled to vote in the election of directors or the directors upon compliance with any statutory requisite may amend or repeal the By-Laws and may adopt new By-Laws, except that the directors may not amend or repeal any By-Law or adopt any new By-Law, the statutory control over which is vested exclusively in the said shareholders or in the incorporators. By-Laws adopted by the incorporators or directors may be amended or repealed by the said shareholders.

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